
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Zoom Video Communications, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

61-1648780

(I.R.S. Employer Identification No.)

**55 Almaden Blvd, 6th Floor
San Jose, California 95113
(888) 799-9666**

(Address of principal executive offices) (Zip code)

**Zoom Video Communications, Inc. 2019 Equity Incentive Plan
Zoom Video Communications, Inc. 2019 Employee Stock Purchase Plan**
(Full titles of the plans)

**Eric S. Yuan
President and Chief Executive Officer
Zoom Video Communications, Inc.
55 Almaden Blvd, 6th Floor
San Jose, California 95113
(888) 799-9666**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Jon C. Avina
Calise Y. Cheng
Alex K. Kassai
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

**Jeffrey C. True
General Counsel
55 Almaden Blvd, 6th Floor
San Jose, CA 95113
(888) 799-9666**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Zoom Video Communications, Inc. (the "**Registrant**") is filing this Registration Statement with the Securities and Exchange Commission (the "**Commission**") to register (i) 14,951,890 additional shares of its Class A common stock under its 2019 Equity Incentive Plan (the "**2019 Plan**"), pursuant to the provisions of the 2019 Plan providing for an automatic increase in the number of shares Class A common stock reserved and available for issuance under the 2019 Plan on February 1, 2022 and (ii) 2,990,378 additional shares of its Class A common stock under its 2019 Employee Stock Purchase Plan (the "**2019 ESPP**"), pursuant to the provisions of 2019 ESPP providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2019 ESPP on February 1, 2022. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Commission on April 23, 2019 ([File No. 333-230997](#)), March 20, 2020 ([File No. 333-237348](#)) and March 18, 2021 ([File No. 333-254444](#)) are hereby incorporated by reference in this Registration Statement to the extent not replaced hereby.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

(i) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2022 filed on March 7, 2022 (the "**Annual Report**"), which contains audited financial statements for the Registrant's latest fiscal year, including the information to be incorporated by reference into the Annual Report from the Registrant's definitive proxy statement on Schedule 14A, to be filed with the Commission.

(ii) The description of the Registrant's Class A Common Stock which is contained in a registration statement on [Form 8-A](#) filed on April 8, 2019 (File No. 001-38865) under the Exchange Act of 1934, as amended (the "**Exchange Act**"), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.3](#) to the Annual Report.

(iii) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Zoom Video Communications, Inc.	8-K	001-38865	3.1	April 23, 2019
4.2	Amended and Restated Bylaws of Zoom Video Communications, Inc.	S-1/A	333-230444	3.4	April 8, 2019
4.3	Form of Class A common stock certificate of the Registrant.	S-1/A	333-230444	4.1	April 8, 2019
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of KPMG LLP, Independent Registered Public Accounting Firm.				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Zoom Video Communications, Inc. 2019 Equity Incentive Plan and forms of agreements thereunder.	S-1/A	333-230444	10.2	April 8, 2019
99.2	Zoom Video Communications, Inc. 2019 Employee Stock Purchase Plan.	S-1/A	333-230444	10.3	April 8, 2019
107*	Filing Fee Table				

* Filed herewith

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Eric S. Yuan, Kelly Steckelberg and Aparna Bawa, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eric S. Yuan</u> Eric S. Yuan	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 7, 2022
<u>/s/ Kelly Steckelberg</u> Kelly Steckelberg	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 7, 2022
<u>/s/ Shane Crehan</u> Shane Crehan	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 7, 2022
<u>/s/ Jonathan Chadwick</u> Jonathan Chadwick	Director	March 7, 2022
<u>/s/ Carl M. Eschenbach</u> Carl M. Eschenbach	Director	March 7, 2022
<u>/s/ Peter Gassner</u> Peter Gassner	Director	March 7, 2022
<u>/s/ Kimberly L. Hammonds</u> Kimberly L. Hammonds	Director	March 7, 2022
<u>/s/ William R. McDermott</u> William R. McDermott	Director	March 7, 2022
<u>/s/ Herbert Raymond McMaster</u> Herbert Raymond McMaster	Director	March 7, 2022
<u>/s/ Janet Napolitano</u> Janet Napolitano	Director	March 7, 2022
<u>/s/ Dan Scheinman</u> Dan Scheinman	Director	March 7, 2022
<u>/s/ Santiago Subotovsky</u> Santiago Subotovsky	Director	March 7, 2022

Calculation of Filing Fee Tables

Form S-8

Zoom Video Communications, Inc.

Table 1 – Newly Registered Securities							
Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock	Other ⁽²⁾	14,951,890 ⁽³⁾	\$118.71 ⁽²⁾	\$1,774,938,861.90	.0000927	\$164,536.83
Equity	Class A common stock	Other ⁽⁴⁾	2,990,378 ⁽⁵⁾	\$100.90 ⁽⁴⁾	\$301,729,140.20	.0000927	\$27,970.29
Total Offering Amounts				–	\$2,076,668,002.10	–	\$192,507.12
Total Fees Previously Paid				–	–	–	–
Total Fee Offsets				–	–	–	\$192,507.12
Net Fee Due				–	–	–	\$0

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of Class A common stock of Zoom Video Communications, Inc. (the “Registrant”) that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock, as applicable.
- (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on March 2, 2022.
- (3) Represents (i) an automatic annual increase equal to 5% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on January 31 of the preceding fiscal year, which annual increase is provided by the Registrant’s 2019 Equity Incentive Plan.
- (4) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on March 2, 2022, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Registrant’s 2019 Employee Stock Purchase Plan (the “2019 ESPP”).
- (5) Represents an automatic increase equal to 1% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on January 31 of the preceding fiscal year, which annual increase is provided by the 2019 ESPP.

Table 2: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rules 457(b) and 0-11(a)(2)											
Fee Offset Claims	--	--	--	--	--	--	--	--	--	--	--
Fee Offset Sources	--	--	--	--	--	--	--	--	--	--	--
Rule 457(p)											
Fee Offset Claims ⁽¹⁾	Zoom Video Communications, Inc.	S-4	333-258815	August 13, 2021		\$192,507.12 ⁽¹⁾	Equity	Class A Common Stock	43,673,988 shares	\$15,057,382,692.48	
Fee Offset Sources ⁽¹⁾	Zoom Video Communications, Inc.	S-4	333-258815		August 13, 2021						\$192,507.12 ⁽¹⁾ ₍₂₎

(1) The Registrant previously registered \$15,057,382,692.48 in aggregate offering amount of Class A common stock pursuant to the Registration Statement on Form S-4 (File Number 333-258815) filed on August 13, 2021, as amended by Pre-Effective Amendment No. 1 filed on August 26, 2021 (the "Prior Registration Statement"). The Registrant has withdrawn the Prior Registration Statement and no securities were sold thereunder.

(2) The Registrant expects to offset the registration fee due hereunder by an amount of fees that was previously paid with respect to the Prior Registration Statement pursuant to Rule 457(p) under the Securities Act. The fee previously paid for the Prior Registration Statement was \$1,642,760.45.

Calise Y. Cheng
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March 7, 2022

Zoom Video Communications, Inc.
55 Almaden Boulevard, 6th Floor
San Jose, CA 95113

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Zoom Video Communications, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission covering the offering of up to 17,942,268 shares (the “**Shares**”) of Class A common stock, par value \$0.001 per share (“**Common Stock**”), consisting of (a) 14,951,890 shares of Common Stock issuable pursuant to the Company’s 2019 Equity Incentive Plan (the “**2019 EIP**”) and (b) 2,990,378 shares of Common Stock issuable pursuant to the Company’s 2019 Employee Stock Purchase Plan (together with the 2019 EIP, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related Prospectuses, (b) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans, and (d) such other records, documents, certificates, memoranda, and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials; and the due authorization execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related Prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Calise Y. Cheng
Calise Y. Cheng

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 7, 2022, with respect to the consolidated balance sheets of Zoom Video Communications, Inc. and subsidiaries as of January 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, convertible preferred stock and stockholder's (deficit) equity, and cash flows for each of the years in the three-year period ended January 31, 2022, and the related notes and financial statement schedule II: valuation and qualifying accounts (collectively, the consolidated financial statements) and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
March 7, 2022